

INTEGRATED DEVELOPMENT ORDER, 1999-20042005

**A DEVELOPMENT ORDER OF LEON COUNTY, FLORIDA,
PURSUANT TO CHAPTER 380, FLORIDA STATUTES,
UPON NOTIFICATION OF ~~PROPOSED CHANGES~~ SUBSTANTIAL DEVIATION NO. 51
(PHASE 2a) FILED BY
ST. JOE TOWNS & RESORTS, L.P., AS SUCCESSOR TO ST. JOE/ARVIDA
COMPANY, L.P., RESTATING AND APPROVING AMENDMENTS TO THE
DEVELOPMENT OF REGIONAL IMPACT
DEVELOPMENT ORDER, AS AMENDED, FOR THE
SOUTHWOOD DEVELOPMENT OF REGIONAL IMPACT**

WHEREAS, the Southwood Development of Regional Impact (DRI) is a proposed mixed-use development on approximately 3,273.322 acres located in the City of Tallahassee and in unincorporated Leon County, Florida; and

WHEREAS, on November 7, 1994, the City adopted an Urban Services Agreement with St. Joe to provide guidelines concerning future utilities and public services; and

WHEREAS, in 1995, the City of Tallahassee (City) and Leon County (County) adopted the Southeast Sector Plan (SESP) as a critical area plan within the Tallahassee-Leon County Comprehensive Plan for the purpose of encouraging well-planned, high-quality development within the southeastern portion of the community in keeping with the City's and the County's commitment to promote the Southern Strategy; and

WHEREAS, in 1995, the City adopted the Southeast Sector Overlay (Ordinance No. 95-O-0029, as amended) to provide guidelines and standards for future development in the area subject to the SESP; and

WHEREAS, the Southwood DRI is located within the area subject to the SESP and is adjacent to and surrounds the Capital Circle Office Center (CCOC) DRI being developed by the Florida Department of Management Services (DMS) as State office buildings; and

WHEREAS, in October, 1997, the Governor established the Southwood Coordinated Planning Effort (SCOPE) Committee, which consists of representatives of the City, County, DMS, Department of Community Affairs (DCA), Florida State University, Florida Agricultural and Mechanical University, Tallahassee Community College, Leon County School Board, and The St. Joe Company; and

WHEREAS, the purpose of the SCOPE process was to ensure coordination of the planning and future development of the Southwood DRI and the CCOC; and

WHEREAS, on July 1, 1998, St. Joe/Arvida Company, L.P. (Developer), filed an application for development approval (ADA), pursuant to Section 380.06, Florida Statutes (F.S.); the County has previously considered and approved five notifications of proposed change to the original development order, which have been formally memorialized in the Integrated Development Order, 1999-2004, passed and approved by the County Commission on December 14, 2004; and

WHEREAS, on December 10, 2004, the Developer filed a Substantial Deviation Application (SDA) for the Southwood DRI, which is now to be located on certain real property more specifically described in Exhibit A-1-1, attached hereto and incorporated herein by reference ("DRI Property"); and in order to secure entitlements for Phase 2a of the DRI; and

WHEREAS, St. Joe is the owner of the DRI Property and authorized the Developer to file the ADASDA and obtain a Development Order an amended development order for the DRI Property, which shall be set forth in the form of this Integrated Development Order (hereinafter referred to as "Development Order"); and

WHEREAS, the Developer has provided complete copies of the ADASDA and all information for sufficiency to the City, County, DCA, Apalachee Regional Planning Council (ARPC), and other DRI review agencies; and

WHEREAS, in accordance with Section 380.06(6)(b), F.S., the ADA was reviewed concurrently with a proposed amendment to the Tallahassee Leon County Comprehensive Plan directly related to the Southwood DRI; and WHEREAS, the concurrent plan amendment was adopted on April 28, 1999, through City Ordinance No. 99-O-0013 and County Ordinance No. 99-13; and

WHEREAS, the Southwood DRI is consistent with the SESP and all other provisions in the Tallahassee-Leon County Comprehensive Plan as amended; and

WHEREAS, the ARPC on January 14, 1999, reviewed the ADA and recommended approval of the Southwood DRI subject to certain conditions and requirements as set forth in its Regional Report and Recommendations transmitted to the County on February 3, 1999; and

WHEREAS, the Tallahassee Leon County Planning Commission held workshops and public hearings on the ADA, and on April 20, 1999, recommended that the ADA be approved, with conditions; and

WHEREAS, duly noticed public workshops were held by the Board of County Commissioners (Board) on the Southwood DRI on January 25, February 15, March 9, April 19, and April 27, 1999; and WHEREAS, the County has duly noticed and on April 28, 1999, September 13, 2005, held a public hearing on the ADASDA as required by Section 380.06, F.S., and afforded the public and all affected parties an opportunity to be heard and present evidence; and

~~WHEREAS, the County has previously considered and approved four (4) notifications of proposed change to the Development Order.~~

NOW, THEREFORE, BE IT DONE AND ORDERED BY THE BOARD OF COUNTY COMMISSIONERS OF LEON COUNTY, FLORIDA:

Section 1. Findings of Fact and Conclusions of Law. The County makes the following findings of fact and reaches the following conclusions of law regarding this Development Order for the Southwood DRI:

A. Findings of Fact.

1. The above recitals are true and correct, and are incorporated herein by reference.
2. On July 1, 1998, the Developer filed an ADA for the Southwood DRI with the City and County, pursuant to the provisions of Section 380.06, F.S., and the ADA is incorporated into this Development Order by this reference.
3. The Developer supplemented the ADA with the following information which is incorporated into the ADA and this Development Order by this reference:
 - a. Sufficiency Response (dated October 5, 1998).
 - b. Supplemental Affordable Housing Analysis (dated November 12, 1998).
 - c. Supplemental Transportation Analysis and Mitigation Proposal (dated January 22, 1999).
 - d. Second Supplemental Affordable Housing Analysis (dated January 22, 1999).
 - e. Second Supplemental Transportation Analysis and Mitigation Proposal (dated February 10, 1999).
 - f. Supplemental Land Use Table (dated March 1999).
 - g. Preliminary Natural Features Inventory (dated January 1999, as supplemented on March 29, 1999 and April 2, 1999).
 - h. Preliminary Environmental Impact Analysis (dated January 1999).
4. The ADA was reviewed as required by Chapter 380, F.S., and the County's land development regulations.

5. The County held a public hearing on April 28, 1999, considered the ADA and addressed each of the criteria set forth in Sections 380.06(14) and (15), F.S.
6. The County determined at the public hearing that all legal requirements of notice and publication as required by Section 380.06(11), F.S., as well as local procedural requirements, for the issuance of the Development Order have been met or have occurred.
7. The County has received and considered the report and recommendations of the ARPC.
8. The Southwood DRI is not in an Area of Critical State Concern.
8. The county has subsequently received applications for five (5) amendments to the original development order in the form of a Notice of Proposed Change.
9. All of the Notice of Proposed Changes were deemed not to be substantial deviations and were duly approved in accordance with law.
10. On December 10, 2004, the Developer filed a Phase 2a Substantial Deviation Application ("SDA") for the Southwood DRI with the County, pursuant to the provisions of Section 380.06, F.S., and the SDA is incorporated into this Development Order by this reference.
11. The Developer supplemented the SDA with its Sufficiency Response dated March 17, 2005, which is incorporated into the SDA and this Development Order by this reference.
12. 9. On September 17, 2004, the Developer submitted Notification of Proposed Change No. 5 ("NOPC No. 5"), which The SDA was reviewed pursuant to as required by Chapter 380, F.S., and local the County's land development regulations and is incorporated into this Development Order by this reference. found sufficient on April 15, 2005.
13. 10. The Board received and considered the report and recommendations of DCA and the ARPC.
14. 11. The Board held a public hearing on December 14, 2004, September 13, 2005, to consider NOPC No. 5, considered testimony and documentary evidence the SDA, as supplemented, and addressed each of the criteria set forth in Sections 380.06.(14); and (15) and (19), F.S.
15. 12. The Board determined at the public hearing that all legal requirements of notice and publication as required by Section 380.06, F.S., as well as other local

procedural requirements, for the issuance of this Development Order have been met or occurred.

B. Conclusions of Law

1. The Board is the governing body having jurisdiction over that portion of the DRI Property described in Exhibit A-2. The Board has authority to review and approve the ~~ADASDA~~, pursuant to Chapter 380, F.S., and is authorized and empowered to issue this Development Order.
2. The Southwood DRI, as approved herein, is consistent with the State Comprehensive Plan.
3. The Southwood DRI is consistent with the Leon County Comprehensive Plan as amended and the County's land development regulations. All subsequent submittals pursuant to ~~the~~this Development Order shall also be consistent with the Comprehensive Plan.
4. The Southwood DRI is consistent with the Apalachee Strategic Regional Policy Plan as adopted in Chapter 29L-5, F.A.C.
5. The Southwood DRI is consistent with the ARPC Regional Report and Recommendations issued pursuant to Section 380.06, F.S., on February 3, 1999.
6. The provisions of this Development Order shall not be construed as a waiver of or exception to any local ordinance, state or federal law or regulation.
7. The impacts of the Southwood DRI, as conditioned by this Development Order, are adequately addressed pursuant to the requirements of Chapter 380, F.S.
8. To the extent that the ADA or SDA is inconsistent with the terms and conditions of this Development Order, this Development Order shall prevail.
9. ~~NOPC No. 3 does not constitute a substantial deviation from the Developer Order adopted by the Board on April 28, 1999, as subsequently amended, and is approved subject to the conditions set forth in this Development Order.~~
10. ~~NOPC No. 4 does not constitute a substantial deviation from the Developer Order adopted by the Board on April 28, 1999, as subsequently amended, and is approved subject to the conditions set forth in this Development Order.~~

Section 2. Development Identification

- A. The development shall be known as: Southwood.

- B. The legal description of the Southwood DRI is attached hereto and made part hereof as Exhibit A-1. That property is owned by The St. Joe Company (St. Joe).
- C. The Developer of Southwood is St. Joe Towns & Resorts, L.P., successor to St. Joe/Arvida Company, L.P.
- D. The authorized agents for the Developer are Scott Sanders, 3800 Esplanade Way, Suite 100, Tallahassee, Florida 32311; and Jorge Gonzalez, 1400 Oven Park Drive, Tallahassee, Florida 32308
- E. The Southwood DRI shall consist of ~~3,273,322~~ acres as follows:
1. 2,194,117 square feet of office uses;
 2. 799,502 square feet of commercial uses;
 3. 2,728,381 square feet of industrial uses;
 4. 4,770 residential units;
 5. ~~230,000~~403,000 GSF of educational/institutional uses; and
 6. ~~1,317~~1,387 acres of recreation and open space areas.

Uses shall be located within the Project as set forth in this Development Order, including Exhibit "B" and Exhibit "C" as amended, ~~and the ADA.~~

The Developer shall allocate a minimum 160,000 GSF of Phase 1 Commercial and Office, exclusive of the conversion rights provided in the next paragraph, combined for Town Center with the amount of each land use from the minimum allocation constituting no more than 60 percent of the total and no less than 40 percent of the total.

The Developer may convert up to 31,000 GSF of Commercial to up to 63,000 GSF Institutional at a rate of 203 GSF Institutional for 100 GSF Commercial with no more than 23,000 GSF of total Institutional for day care and the remaining square footage for church, synagogue or mosque. Any conversion must be reported in the next required Annual Report.

- F. Development of the Southwood DRI shall occur in ~~two~~three (23) phases as described in Exhibit B. Prior to the commencement of Phase ~~2~~2b, an updated transportation analysis that addresses the cumulative impacts of Phase 1 and Phase ~~2a~~2b shall be provided by the Developer to the review agencies as a substantial deviation for review of transportation only. Traffic mitigation necessary to serve the project at buildout of Phase ~~2b~~2b shall be determined on the basis of state, regional and local government requirements then in effect and shall be incorporated into this Development Order by amendment.

G. The development shall proceed, and shall be located substantially as depicted in the Master Development Plan attached hereto and made part hereto as Exhibit C. The exact sizes of buildings or improvements, their utilization and their location shall be determined consistent with applicable land development regulations.

H. ~~With the exception of development permitted pursuant to 3.A.27, subsequent~~ Subsequent to approval of this Development Order, the following final Development ~~Orders~~ development orders, and/or permits shall be applied for by the Developer:

1. Amendment to the Planned Unit Development (PUD) Concept Plan; and
2. PUD Final Development Plans; and
3. Environmental Management Permit(s); and
4. Building Permit(s).

The foregoing list is not intended to waive or eliminate any rights, procedures or exemptions that may be available to the Developer under federal, state or local law.

I. Master planning and development of the other property owned by St. Joe within the area subject to the SESP shall be consistent with the SESP, as amended.

Section 3. Development Approval. The development of the Southwood DRI, as described in this Development Order, is hereby approved subject to the following conditions, stipulations, and requirements:

A. Specific Conditions

1. Air Quality

- a. To reduce dust emissions, land clearing shall be scheduled immediately ahead of construction activities and only on the land needed for construction. A water sprinkling program shall be initiated over areas that are excavated, and vegetative cover shall be re-established and maintained once construction is complete.
- b. Prior to the start of any construction for Phase 2, the Developer shall update the air quality analysis in conjunction with the transportation analysis required by Section 3.A.14. of this Development Order.

2. Natural Features Inventory/Environmental Impact Analysis

- a. The Natural Features Inventory (NFI) shall be approved by the City's Director of Growth Management prior to PUD Concept Plan submittal or any other request for development activity except the development set forth in Section 3.A.27. below. The Environmental Impact Analysis (EIA), with finalized mitigation and preservation area boundaries, wetland and listed species Habitat Restoration and Management Plan must be approved prior to approval of the PUD Concept Plan, and shall be consistent with the 22% open space/greenway areas as specified in the Comprehensive Plan and Section 3.A.19. below.
- b. The Developer shall cause that property south of Tram Road which is used for stormwater management purposes to be encumbered with a perpetual stormwater easement to assure its perpetual use for stormwater management purposes consistent with the approved Stormwater Facilities Master Plan. The easement shall be granted within 30 days after approval of the permit(s) necessary for the use of such areas for stormwater management purposes.
- c. The placement of any roads or infrastructure within preservation areas will require variances from the Environmental Management Act and shall be consistent with the Comprehensive Plan. Impacts to wetlands shall be mitigated in accordance with state (FDEP) and federal (USACOE) guidelines, the Comprehensive Plan, and the Land Development Regulations.

3. Wetlands/Floodplains

- a. No development, except for that specified in Section 3.A.27. below will occur prior to the submittal, review, and approval of the Stormwater Facilities Master Plan (SFMP).
- b. Any development within wetlands and floodplains shall be consistent with the local comprehensive plan, Environmental Management Act (EMA), the approved SFMP and all applicable federal and state laws. No development shall occur within wetlands or floodplains except as permitted by local, state, and federal regulations.
- c. Any increases in the flood volume or stage shall be allowed only if the EIA and the SFMP determine that the beneficial functioning of the wetland hydrocycle and associated vegetative components are preserved or enhanced.
- d. Wetlands shall be protected through conservation easements granted to the City or its designee or the County or its designee, as the case may be.

- e. Pursuant to section 380.06(5)(c), F.S., the Developer has elected to be bound by the rules adopted pursuant to chapters 373 and 403, F.S., that are in effect at the time this Development Order is issued.

4. Vegetation and Wildlife

- a. As described in the ADA and the preliminary EIA, the Developer shall mitigate for the impacts to listed species habitat through protection and restoration of on-site and off-site habitat as follows:
 - (1) On-site: The Developer shall provide appropriate use restrictions on approximately 470 acres of the DRI Property (not including use restrictions on the out-of-bounds areas of the golf course described in Section 4.a.1.(c) below and use restrictions on passive recreation areas that are consistent with the Habitat Restoration and Management Plan described in Section 4.b. below) to mitigate for impacts to listed species habitat as follows:
 - (a) Shepherd Branch Mitigation Area. Prior to commencing any development south of Main Street, the Developer will cause a conservation easement to be granted in favor of the City, or its designee, on the 180 acre parcel described in the preliminary EIA to provide for the long-term protection and management of the parcel as habitat for gopher tortoise (*Gopherus polyphemus*) and commensal species, Southeastern American kestrel (*Falco sparverius paulus*), Sherman's fox squirrels (*Sciurus niger shermani*), bent golden aster (*Pityopsis flexuosa*), and listed wetland-dependent species.
 - (b) Wetlands. The Developer shall cause a conservation easement(s) to be granted ~~within 30 days after approval of PUD final development plan~~ in favor of the County or its designee or the City or its designee, as the case may be, on approximately 230 acres of wetlands to provide habitat for wetland-dependent listed species and to mitigate for wetland impacts. The wetlands subject to this paragraph are generally described in the preliminary EIA. The conservation easement(s) shall be executed and recorded prior to the issuance of the Environmental Management Permit for the area which has wetlands to be conserved pursuant to this subsection.
 - (c) Other Uplands. As described in the preliminary EIA, in addition to that area described in Section 4.a.1.(a) above, a minimum of 60 acres of existing pine/oak/hickory canopy and pasture in the vicinity of the Central Park Preserve, the Eastern Preserve, and the Western Preserve as well as, a minimum of 45 acres located within the out-

of-bounds area of the golf course shall be protected through appropriate use restrictions and managed for Southeastern American kestrel and Sherman's fox squirrel habitat. The Habitat Restoration and Management Plan, which shall be approved by the City prior to development, shall incorporate techniques for the protection and management of Sherman's fox squirrel habitat in the out-of-bounds area of the golf course.

- (2) Off-site: Prior to undertaking any development other than that specified in section 3.A.27. below, the Developer will cause St. Joe to take one of the following actions to ensure the long-term protection and management of the 264 acre +/- parcel more fully described in the preliminary EIA as habitat for gopher tortoise and commensal species, Southeastern American kestrel, Sherman's fox squirrel and bent golden aster:

- (a) Convey the site to the U.S. Forest Service for incorporation into the adjacent Apalachicola National Forest; or
- (b) Convey the site or grant a conservation easement on the site to the City or its designee.

In either event, the conveyance will include appropriate use and transfer restrictions on the property to assure perpetual use of the property for habitat mitigation purposes.

- b. A preliminary Habitat Restoration and Management Plan for the designated mitigation areas was included in the preliminary EIA which has been incorporated herein by reference. A final Habitat Restoration and Management Plan must be submitted with the EIA and approved by the City Growth Management Department and the County Growth and Environmental Management Department. At a minimum, the final Habitat Restoration and Management Plan shall include the mitigation discussed in the preliminary EIA and the following:
 - (1) The identification of mitigation areas of the size and quality required by state and local agencies as mitigation for impacts to listed species.
 - (2) Long term habitat management and protection.
 - (3) The identification of individuals or agencies responsible for the implementation of habitat restoration and long term habitat management.
 - (4) The source of any financial endowment necessary for the restoration and management of the required mitigation areas in perpetuity.

- (5) Grant of conservation easements to the County or its designee or the City or its designee, as the case may be.
 - (6) Implementation of prescribed burn programs where appropriate.
 - (7) Thinning plantation pines where appropriate.
 - (8) Installation and maintenance of kestrel nest boxes in appropriate habitats.
 - (9) Invasive-exotic vegetation management.
 - (10) Canopy and understory vegetation management of existing forests where necessary.
 - (11) Posted signs designating areas as protected zones with use restrictions.
- c. Habitat enhancement, restoration and management must commence prior to the initiation of development activity, with the exception of that development specified in Section 3.A.27. Development will be consistent with the provisions of the EIA and the Habitat Restoration and Management Plan.
- d. Mitigation of development impact to gopher tortoises habitat, as described in section 4.a. above, will include a 1:1 (acre for acre) ratio, meaning that for every acre of gopher tortoises habitat impacted an acre of equal environmental habitat value is set aside in preservation to be restored, enhanced or maintained in such a manner which would allow for the relocation of individuals which otherwise would have been directly impacted by development activity.
- e. In accomplishing the mitigation described in Section 4.a. above, relocation, rather than taking of individual gopher tortoises, shall be required. Relocation permits from the Fish and Wildlife Conservation Commission (FWCC) shall be required. Site specific listed species surveys must be performed immediately prior to the initiation of development activity. If individual gopher tortoises are encountered, relocation in accordance with FWCC provisions shall be required. If active Southeastern American kestrel or Sherman's fox squirrel nest sites are encountered, relocation or removal of nests may occur only outside of their respective nesting seasons and consistent with the Habitat Restoration and Management Plan.
- f. In addition to the protection and management of bent golden aster in the onsite and offsite mitigation areas described in Section 4.a. above, bent golden aster habitat shall be incorporated into proposed development

projects through perimeter buffers, landscape areas, rights-of-way, and other suitable nondevelopment area.

- g. Upon the City's approval of the EIA described above, the mitigation described in this section shall be deemed to provide a "net benefit" to the listed species whose habitat is impacted by the Southwood DRI.

5. Historical and Archaeological Sites

- a. The ADA identified sixty-six (66) cultural resource sites within the boundaries of the Project. Based upon the findings and recommendations from the Phase I and Phase II site assessments conducted at the direction of the Developer, the Division of Historic Resources (DHR) concurred that five (5) sites - LE 1458; LE 1497; LE 1490; LE 2182 (portion); LE 2192 -- are significant and an additional seventeen (17) sites are potentially significant. The location and status of all of the cultural resource sites within the boundaries of the project is graphically depicted on Exhibit D-1. Letters from DHR concurring in the findings and recommendations in the site assessment reports are included as Exhibits D-2A and D-2B.
- b. Boundary delineations for two (2) of the significant sites, LE 1458 and LE 2182, have been completed. DHR has concurred in these boundary delineations.
- c. Consistent with the other provisions of this Development Order and all applicable state, regional and local regulations, development may be undertaken on those sites not identified on Exhibit D-1 as significant or potentially significant.
- d. Prior to Planned Unit Development final development plan approval, the Developer shall conduct a Phase II site assessment for each potentially significant site within the boundaries of the PUD final development plan and provide a report of the findings and recommendations from that assessment to DHR. Sites which are not determined to be significant or potentially significant may be developed consistent with the terms of this Development Order. Prior to any development which would result in subsurface disturbance or soil compaction on a site determined to be significant, impacts shall be mitigated through one of, or a combination of, the following techniques, as approved by DHR:
 - (1) Preservation or avoidance: (i) locating development away from the site in order to avoid impacts to the site; (ii) incorporation of the site into the designated open space/greenway areas; or (iii) protection of the site through deed restriction, conservation easement or other mechanism authorized in Rule 9J-2.043, F.A.C., which prohibits development impacts to the site;

- (2) Pre-development data recovery and documentation: development of all or a portion of the site after recovery and documentation of data from the site through a Phase III site assessment program developed in consultation with DHR.
 - e. Construction monitoring shall be required during the clearing, grubbing, and stripping of the site during the initial construction activities. If additional potential cultural resource sites, deposits or features are located during construction, the Developer shall cease construction within 50 feet of the site, deposit or feature until a professional archaeological expert has been contacted and an assessment of the regional significance of the site has been made in coordination with DHR.
 - f. The annual report required by Section 3.A.23. of this Development Order shall include information regarding the disposition of each potentially significant site identified on Exhibit D-1. The Annual Report shall also include a revised Exhibit D-1 which depicts the current status of each cultural resource site and the location of any additional significant or potentially significant site identified during the preceding year.
 - g. Cemeteries:
 - (1) The Developer shall ensure that access remains available to the cemetery located on the out-parcel surrounded by LSF-7. To the maximum extent feasible, the existing vegetation surrounding the cemetery shall be retained to buffer the cemetery from the development in LSF-7.
 - (2) The Developer shall cause a conservation easement to be placed on the cemetery site located within MUEI-3. This site is depicted on Exhibit D-1 as LE 2192, and DHR concurred in the boundary delineation for the site in the letter attached as Exhibit D-2B. The site may be incorporated into the site plan for the adjacent educational uses so long as it is fenced or otherwise protected to prevent disturbance. The Developer shall ensure that access to the cemetery is available to the family and descendants of the persons buried therein.
 - (3) The site plan for LSF-10 shall guarantee the protection of the cemetery on the grounds of the existing Southwood main house.
 - (4) If additional cemetery or burial sites are identified on the DRI Property during development, such sites will be protected consistent with procedures in paragraph e. above.
6. Hazardous Materials and Hazardous Waste

- a. No development which alone or cumulatively is known or likely to involve onsite hazardous material usage in amounts equal to or exceeding the amounts set forth in Rule 9J-2.044(5)(a)1. or 2., F.A.C., shall be allowed within the DRI Property without an amendment to this Development Order pursuant to the procedures set forth in Section 380.06, F.S.
- b. The following conditions shall apply to commercial or industrial uses within the DRI Property which are known or likely to involve onsite hazardous material usage in amounts less than the amounts set forth in Rule 9J-2.044(5)(a)1., F.A.C.:
 - (1) The Developer shall implement conditions or operational restrictions so as to permit no activities which involve hazardous materials and/or waste to occur unless precautions are taken to preclude the release of hazardous materials or hazardous waste into the environment.
 - (2) The Developer shall encourage future industrial and commercial users to notify their employees of the presence of any hazardous materials in the work place, the correct use and disposal of such materials, and the potential health impacts of such materials.
 - (3) The Annual Report required by Section 3.A.23 of this Development Order shall include a summary of those commercial and industrial users with onsite use, production or storage of hazardous materials, the quantity of materials used or stored and a description of the precautions taken by such users to preclude the release of hazardous materials or hazardous waste into the environment.
- c. All uses in the project shall be subject to applicable local, state and federal regulations for use, production, storage, handling and transport of hazardous materials. The Developer shall provide notice of this requirement to purchasers of industrial and commercial property within the project. The Developer shall not be responsible for the action or inaction of any future owner or tenant after providing such notice.

7. Stormwater Management

- a. Except for that development specified in Section 3.A.27. below, no development shall occur prior to the submittal, review and approval of the SFMP. The SFMP must be approved in accordance with paragraph b. prior to the approval of the PUD Concept Plan for the DRI property by the City and County Commissions.

- b. The Scope of Work for the SFMP is attached hereto and made part hereof as Exhibit E. City and County staff shall complete their review of the SFMP within 60 days of the submittal of the SFMP intended for final review. The City Commission and the Board of County Commissioners shall approve, approve with conditions, or deny the SFMP at their next available meeting, or within 30 days, whichever is sooner. The Developer shall make any changes to the Master Development Plan which may be required for approval of the SFMP. The SFMP is not a permit and approval does not vest the development or otherwise entitle the phases of the development to environmental permits. The SFMP shall be used in conjunction with applicable local, state and federal regulations as the basis for City review of design, permitting, and construction of individual management facilities within the Southwood development.
- c. Modifications of the approved SFMP necessitated by a change to the Master Development Plan or to accommodate specific site development shall require approval of the City Commission and the Board of County Commissioners prior to development within an area affected by such modifications. The City Commission and the Board of County Commissioners shall establish standards for modifications which shall be deemed "minor", and which will be reviewed and approved by the City Manager and County Administrator or their designees.
- d. Stormwater shall be managed as provided in the approved SFMP. The Developer shall incorporate any future changes to the land uses shown on the Master Development Plan into the approved SFMP.
- e. The stormwater system shall be designed to retain floating oils, grease and debris pursuant to applicable federal, state and local regulatory requirements. Drainage ponds and other stormwater management facilities shall be designed, permitted, and constructed in accordance with the requirements of the EMO.
- f. ~~The Developer~~ owner of the particular stormwater facility shall provide preventative and restorative maintenance for ~~the each~~ each stormwater ~~facilities~~ facility on a schedule that shall assure proper functioning of such ~~facilities~~ facility. The maintenance schedule shall be submitted as part of permit applications to the Florida Department of Environmental Protection, the City and the County.
- g. No fencing shall be required around drainage ponds or stormwater management facilities ~~owned, operated and maintained by the Developer or Community Development District(s)~~. No man-made slopes shall be steeper than a 4:1 ratio for stormwater management facilities without fencing.

8. Water Supply

- a. The project is expected to use up to 1.68 million gallons per day (mgd) of potable water, and up to 1.06 mgd of non-potable water. Potable water shall be provided by the City.
- b. If concurrency cannot be demonstrated for potable water through those means described in the ADA or this Development Order, the Developer must file a notification of proposed change and comply with the provisions of Section 380.06(19), F.S., and the Comprehensive Plan.
- c. The Developer shall use appropriate water conservation techniques, including the use of xeriscaping and plant species with low water demand in landscaping, and water saving toilets and showers.
- d. The City and Developer have concluded discussions regarding the reuse of wastewater effluent for irrigating all or part of the development and regarding an easement for an effluent force main from the T.P. Smith Treatment Plant to the Southeast Farm, which discussions have resulted in the execution of that certain Reuse Agreement dated February 13, 2002. Until such time as the reuse facility is operating and providing effluent reuse to the Property, the Developer may utilize irrigation wells, approved by the NFWFMD, and operated by the Developer. The Developer shall cause the dedication, at no cost to the City, of a site not to exceed 4 acres for the City to construct water reuse facilities. The site shall be located south of Tram Road immediately to the southwest of Community Park.

9. Wastewater

- a. The project is expected to generate an average of 1.68 mgd, with a peak hour demand of 3.54 mgd. Wastewater service shall be provided by the City.
- b. If concurrency cannot be demonstrated for wastewater through those means described in the ADA or this Development Order, the Developer must file a notification of proposed change and comply with the provisions of Section 380.06(19), F.S., and the Comprehensive Plan.
- c. Continued use and maintenance of the privately-maintained wastewater treatment system serving the main house in LSF-10 and its ancillary buildings, and the existing structures in MUOC-1, is allowed. The existing uses served by septic tanks shall connect to the City system when service becomes available within 1,000 feet. New septic tanks within the DRI shall be prohibited, except as indicated in the Urban Services Agreement.

10. Solid Waste

- a. The Developer shall comply with state and local governmental standards for the collection of solid waste and recyclables for facilities that it owns within the DRI Property.
- b. If concurrency cannot be demonstrated for solid waste through those means described in the ADA or this Development Order, the Developer shall file a notification of proposed change and comply with the provisions of Section 380.06(19), F.S., and the Comprehensive Plan.

11. Energy

- a. The Developer shall ensure that energy efficient lighting, appliances, and heating and cooling equipment are installed in all buildings consistent with applicable building codes.
- b. Energy efficient building materials which meet or exceed State of Florida and local energy conservation regulations shall be used in construction consistent with applicable building codes.
- c. Energy efficient features shall be used in window design, and provisions shall be made for structural shading, such as overhangs, consistent with applicable building codes.
- d. Existing shade trees shall be protected to the greatest extent possible and new shade trees shall be planted after construction.
- e. All structures shall comply with energy consumption performance guidelines as required by Section 255.256, F.S.
- f. The Developer shall assist builders with architectural energy conservation measures.
- g. The Developer shall coordinate on an on-going basis with the City Electric Department to reduce peak demand electricity through the use of demand side management.
- h. The City shall provide electric service throughout the project. All electric distribution service provided by the City shall be underground and at the expense of the City. Installation of electrical service shall be coordinated with the Developer so as to minimize any disturbance to the property or the use thereof by the Developer and/or subsequent purchasers.

12. Natural Gas

In compliance with the Urban Services Agreement approved by the City Commission in November 1994, the City natural gas service shall be made available, at the expense of the City, throughout the development of Southwood. Installation of the gas system shall be coordinated so as to minimize any disturbance to the development or the use thereof by the Developer and/or subsequent purchasers of the DRI Property or portions thereof. In exchange, the Developer shall utilize City natural gas to the maximum extent possible for all properties under its direct control and shall actively encourage the use of gas by all subsequent purchasers of the DRI Property or portions thereof.

13. Utility Easements

The Developer shall cause the grant of necessary easements for the placement of potable water, reuse water, sewer, electricity and natural gas facilities and underground and surface stormwater within the project area. The size, location and number of easements necessary for the safe operation and maintenance of such public facilities shall be mutually agreed to by the City and the Developer and shall be provided at no cost to the City.

14. Transportation

- a. As projected, there will be an estimated 4,2389,943 total vehicle trips (1,9284,953 enter trips/2,3104,990 exit trips) during the PM peak hour at the completion of Phase 42a based on a 5% credit for the transportation demand management (TDM) strategies set forth in this specific condition. Including adjustments for internal capture and, CCOC trip interaction and pass-by credits, there will be 3,1766,428 external vehicle trips (1,3553,042 enter trips/1,8213,384 exit trips) at Phase 42a buildout.

The transportation requirements contained in Subsections (b), (c), (d), (e) and (f) as set forth in the original development order, as amended through NOPC 5, have either been completed, performed, deleted, are no longer applicable or have been revised and restated in this Development Order.

- b. The following road projects are included within the first three years of the City, County, or FDOT work programs, or are otherwise funded and scheduled to begin construction no later than three years from the effective date of this Development Order on or before December 31, 2008:

- (1) Blair Stone Road from Construction of four-lane Welaunee Blvd. from Buford Road to Fleischmann Road;

- ~~(2) Construction of four-lane Orange Avenue south to Capital Circle SE (City funded);~~
- ~~(2) Extension from Blair Stone Road from Park Avenue north to Capital Circle NE (City funded) SE;~~
- ~~(3) Park Avenue four-laning from Magnolia Drive east to Capital Circle NE (City funded); Four-laning of Orange Avenue Extension from Monroe Street to Blair Stone Road;~~
- ~~(4) Widening of Mahan Drive from Capital Circle to Dempsey Mayo Road (FDOT funded);~~
- ~~(5) Widening of Miccosukee Road from Magnolia Drive to Riggins Road (County funded);~~
- ~~(6) Traffic signalization on Old Bainbridge Road at Stone Road and at Fred George Road (City funded);~~
- ~~(7) Six-laning of Capital Circle SE from Park Avenue to Apalachee Parkway (City funded); and~~
~~NW from Tennessee St. to I-10;~~
- ~~(8) Intersection improvement at Capital Circle SW and Blountstown Highway, including extending the two through lanes eastbound and westbound, an additional southbound left turn lane, an exclusive northbound right turn lane, a southbound left turn lane, a southbound right turn lane, a northbound right turn lane at Jackson Bluff, and realignment of the Blountstown Highway/Pensacola Street intersection with Nina Road (FDOT funded) OR if the Developer reaches an agreement with FDOT to add the improvements listed in Section 3.14.f.(14)(b) to the above noted intersection improvement.~~
- ~~(9) Six-laning of Capital Circle SE from Apalachee Parkway to Tram Road (City Funded with CCOC and Developer contributions). In order to ensure implementation of this improvement in a timely manner, the Developer shall enter into a Joint Planning Agreement with the City of Tallahassee for the coordinated construction of this improvement, which Joint Project Agreement will include (i) descriptions of the lands to be conveyed by the Developer to the City, (ii) descriptions of the lands to be conveyed by the City to the Developer, (iii) a cost assessment of the various obligations undertaken by the City and Developer and (iv) the specific obligations of the City and Developer with respect to the construction and implementation of the improvement. To the extent the Joint Project Agreement is executed by all parties on or before June 1, 2003, then Developer shall be relieved of its responsibilities with respect to the transportation improvements set forth in Section 3.A.14.c(3), Section 3.A.14.f(1), Section 3.A.14.f(5), Section 3.A.14.f(7), Section 3.A.14.f(8), Section 3.A.14.f(9) and Section 3.A.14.f~~

(17) and the dedication requirements set forth in Section 3.A.14g, of this Integrated Development Order. To the extent the Joint Project Agreement is not executed by all parties on or before June 1, 2003, then Developer shall remain obligated to dedicate the property as set forth in Section 3.A.14.g, and the roadway improvements outlined in Section 3.A.14.c(3), Section 3.A.14.f(1), Section 3.A.14.f(5), Section 3.A.14.f(7), Section 3.A.14.f(8), Section 3.A.14.f(9) and Section 3.A.14.f(17) of this Integrated Development Order shall be required to be completed, but the current September 11, 2003 deadline by which the roadway improvements outlined in Section 3.A.14.f(1), Section 3.A.14.f(5), Section 3.A.14.f(7), Section 3.A.14.f(8), Section 3.A.14.f(9) and Section 3.A.14.f(17) of this Integrated Development Order, must be under construction or let to contract for construction shall be extended by 225 days.

(5) Six-laning of Capital Circle SE from Apalachee Parkway to Tram Road;

(40) ~~Orange Avenue extension from~~ Four-laning of Governor's Square Boulevard from Reese Park Extension to Blair Stone Road to Capital Circle SE (City Funded);

These road projects are considered by the City Growth Management Department and County Community Development Department to be in-place for all development proposed within Leon County and are used in determining whether City and County traffic concurrency requirements have been met.

c. ~~Prior to start of construction of development which would generate more than 367 total entering trips or 448 total exiting trips during the PM peak hour for c(1) through c(8) and 1,581 total entering trips or 1,894 total exiting trips for c(9) (based on total trips with 5% TDM only applied as in a. above)~~ On or before December 31, 2008, the following roadway improvements shall be scheduled to be let for contract for construction within three years, let for contract for construction, under construction, or completed:

(1) ~~Widening of Orange Avenue from Monroe Street to Blair Stone Road (County funded);~~ Four-laning of Mahan Drive/US 90 from Dempsey Mayo Road to Walden Road;

(2) ~~Construction of Welaunee Boulevard from Capital Circle NE to Buford Boulevard (City funded);~~

(3) ~~Six-laning of Capital Circle SE from Apalachee Parkway to Centerview Drive (CCOC/City funded);~~

- (4) ~~Construction of a northbound left turn lane and two through lanes on Capital Circle SE at the intersection with Blair Stone Road extension (CCOC funded);~~
- (5) ~~Four-laning of Capital Circle SE from 1,000 feet east of Woodville Highway to 1,000 feet west of Woodville Highway (CCOC funded);~~
- (6) ~~Extension of westbound left turn lane on Capital Circle at Crawfordville Road (CCOC funded); and~~
- (7) ~~Four-laning of Crawfordville Road from Crossway Road to Munson Boulevard (CCOC funded).~~
- (8) ~~Extend CCOC four-laning of Crawfordville Road 500 feet north of its planned terminus and provide an additional left turn lane on Capital Circle at Crawfordville Road. (In order to ensure implementation of this improvement in a timely manner, the Developer shall enter into a Joint Planning Agreement with Leon County for coordinated construction of this improvement to Crawfordville Road from Four Points to Wakulla Springs Road.)~~
- (9) ~~(a) Four-lane Capital Circle from 1,000 feet south of the Tennessee Street intersection to 1,000 feet north of the Tharpe Street intersection (Developer funded), OR~~
- (2) Four-laning of Capital Circle NW/SW (SR 263) from West Tennessee Street (US 90) to Orange Avenue;

~~(b) Add NB through lane beginning 500 feet south of intersection, add SB through lane and receiving lane ending 1,000 feet south of intersection, add EB left turn lane with 275 feet of storage, add NB left turn lane with 375 feet of storage (and extend existing left turn lane to match), extend WB left turn lane to 375 feet of storage, extend NB right turn lane to 525 feet of storage (Developer funded, with the City to contribute up to \$240,000). OR~~
To the extent action on the roadway improvements listed above in Subsections (1) and (2) do not meet the time frame requirements set forth above, the Developer may alternatively choose to pay its proportionate share of such roadway improvements within six months of the expiration of the last applicable timeframe.

~~(c) The Developer will enter into a JPA with the FDOT that will be a more comprehensive improvement to Section 3.A.14.b.(8) that includes \$1.7 million currently agreed to by the Developer, and will utilize an additional \$1.75 million from the improvements needed to satisfy the deficiency in Section 3.A.14.c.(9)(a) or (b) to complete Section 3.A.14.b.(8). Payment totaling \$3.45 million from the Developer to the FDOT for the~~

improvements associated with the JPA shall be made no later than February 15, 2002, and will satisfy the financial obligation of the Developer for all improvements listed in this subparagraph.

With respect to the Four-laning of Capital Circle SE (US 319) from Tram Road through the intersection of Woodville Highway, the City/Blueprint is actively planning the construction of a six-lane expansion of Capital Circle SE (US 319) from Tram Road through the intersection of Woodville Highway (the "Capital Circle Expansion"). The Capital Circle Expansion is in the Tallahassee long range Transportation Plan and it is on the Blueprint 2000 list. A PD&E study has been completed and the design of the Capital Circle Expansion is underway. In order to assist in the timely and efficient completion of such Expansion, the Developer is donating sufficient right-of-way, not to exceed two hundred thirty (230) feet, in order to construct a six-lane roadway improvement. Following the donation of such right of way, the Capital Circle Expansion shall be deemed a committed four-lane transportation facility pursuant to Rule 9J-2.045, Florida Administrative Code, and Section 163.3180, Florida Statutes, and Developer is relieved of its responsibilities to the four-laning of Capital Circle Southeast from Tram Road through the intersection of Woodville Highway.

- d. Upon application by the Planning Department, a Comprehensive Plan amendment shall be processed no later than the 2002-2 amendment cycle to lower the level-of-service standard from D to E on Monroe Street from Gaines Street to Tennessee Street. If the proposed amendments to lower the level-of-service is not approved, additional mitigation may be required to address the potential PM peak hour deficiency on Monroe Street in the downtown area.e. The internal improvements for Merchants Row Boulevard, Esplanade Way, from the CCOC to the future intersection of from Capital Circle SE and Orange Avenue to Paul Russell Extension, Southwood Plantation Road, Four Oaks Boulevard between Shumard Oak Boulevard and Merchants Row, and an east/west connection from Four Oaks Boulevard to Southwood Plantation/Biltmore Avenue from its current terminus to Apalachee Parkway (aligned with Sutor Road), Four Oaks Boulevard and Esplanade Way from their current termini to Orange Avenue Extension, Orange Avenue Extension from Capital Circle SE to Southwood Plantation Road/Biltmore Avenue, Shumard Oak Boulevard from Capital Circle to Merchants Row Extension and Paul Russell Extension from Capital Circle SE to Tram Road (as shown on the Master Development Plan (Exhibit C)) are to be under construction no later than September 11, 2003, on or before December 31, 2008. Prior to issuance of a building permit for any building, the remaining on-site roads needed to serve that development shall be completed as prescribed under Section 20.5 of the City's Zoning, Site Plan and Subdivision Regulations. The extension of Blair Stone Road east of Capital Circle SE shall be a four-lane facility

~~from Capital Circle SE to the extension of Esplanade Way, and that portion of Blair Stone Road shall be constructed contemporaneous with the extension of Esplanade Way.~~

- e. The Developer agrees to pay a pro rata share contribution of \$10,313,308.00 to mitigate for impacts to the roadway segments outside of the PTIN. This payment shall be made as follows:

<u>City of Tallahassee</u>	<u>\$7,136,209.00</u>
<u>Leon County</u>	<u>\$2,186,099.00</u>
<u>Florida DOT</u>	<u>\$991,000.00</u>

Pursuant to the concurrence manuals of the City of Tallahassee and Leon County, "the transportation facility improvement on which the pro rata share contribution is expended may include public road capacity improvements, public road right-of-way acquisition, mass transit system implementation or facility improvements, or bike or pedestrian facility improvements."

The City of Tallahassee and Leon County will execute an agreement with Florida DOT that will establish a process on how the proportionate share contributions related to state facilities will be spent.

- f. ~~Except for the development specified in Section 3.A.27, and unless~~Unless the following improvements are constructed, under construction, let to contract for construction, included in the first three years of the FDOT work program for construction, or included in the City's or County's three-year CIP, the Developer guarantees that the following improvements will be under construction or let to contract for construction on or before September 11, 2003.December 31, 2009.

- (1) ~~Construct an extension of Esplanade Way from its current terminus at the CCOC to the intersection of Capital Circle SE and Midyette Road and install a traffic signal at the revised intersection and complete the construction of the signal within three months of the signal being warranted (Developer funded);~~a southbound right turn lane and an additional northbound left turn lane at the intersection of Apalachee Parkway and Sutor Road/Wal-Mart. This project shall coincide with the construction of the new South Wood Plantation Road/Biltmore Avenue extension to align with the Sutor Road/Wal-Mart traffic signal at Apalachee Parkway, and construct necessary sidewalk improvements.

- (2) ~~Construct new eastbound and westbound slip lanes from Apalachee Parkway to the adjacent access roads for right turns and provide additional eastbound and westbound left turn lanes at Magnolia Drive (Developer funded);~~

- (2) Six-lane Apalachee Parkway for 1200 feet east and west of its intersection with Capital Circle Southeast.
- (3) ~~Construct an additional northbound through lane on Blair Stone Road from the Department of Corrections center driveway to Apalachee Parkway and construct a traffic separator from Old St. Augustine to Apalachee Parkway (Developer funded with City acquisition of right of way at the Developer's expense, Developer's right of way cost not to exceed \$150,000, exclusive of stormwater facilities);~~
- (3) Construct an additional eastbound left turn lane at the intersection of Old St. Augustine Road and Capital Circle Southeast.
- (4) ~~Provide an additional westbound through lane on Bradford Road through the North Monroe Street intersection, as proposed in the North Monroe Street Corridor Study, and address resulting pedestrian issues (Developer funded);~~
- (4) Construct exclusive left turn and right turn lanes on all approaches of the future intersection of Old St. Augustine Road and SouthWood Plantation Road/Biltmore Avenue as described in the approved Transportation Master Plan. Upon the request of the City, the Developer shall install appropriate traffic control devices at the intersection.
- (5) ~~In lieu of providing four lanes on Capital Circle from 1,000 feet south of the Midyette/Esplanade intersection to 1,000 feet north of the Midyette/Esplanade intersection and installing a traffic signal at the intersection, in order to ensure coordination of these improvements with the improvements described in Section 3.A.14.e.(3), the Developer shall enter into a Joint Planning Agreement (JPA) with the City for the City to include the Developer's Capital Circle widening project in its 6-laning project, with the Developer funding the value (to be determined in the JPA) of its required improvements. The JPA shall be executed no later than March 31, 2002, with construction beginning no later than September 11, 2003. If the JPA is not executed by all parties by March 31, 2002, or the Developer is notified prior to that date that the JPA will not be executed, the Developer shall proceed with providing four lanes on Capital Circle from 1,000 feet south of the Midyette/Esplanade intersection to 1,000 feet north of the Midyette/Esplanade intersection and initially installing traffic signal infrastructure at the intersection prior to September 11, 2003, with completion of the signal construction within three months of the signal being warranted. (Developer funded);~~
- (5) Construct an exclusive westbound right turn lane at the intersection of Orange Avenue and Monroe Street.
- (6) Construct an exclusive northbound right turn lane on Capital Circle SE at Blair Stone Road (Developer funded); at the intersection of Paul Russell Road and Old St. Augustine Road.
- (7) ~~Provide four lanes on Capital Circle from 1,000 feet south of the Blair Stone intersection to 1,000 feet north of the Blair Stone intersection (Developer funded);~~

- (7) Construct an additional northbound left turn lane and an eastbound right turn lane at the intersection of Paul Russell Road and Apalachee Parkway.
- (8) ~~Install a traffic signal at the planned intersection of Capital Circle and Merchants Row Boulevard within 6 months of warranting a traffic signal (Developer funded);~~

 - (8) Construct an exclusive westbound right turn lane and signalize the intersection of Tram Road and Monroe Street.
- (9) ~~Convert the existing northbound right turn lane at the CCOC north entrance into an additional northbound through lane, connecting with the two existing northbound lanes north of the planned Merchants Row Boulevard intersection (Developer funded);~~

 - (9) Extend by 1,000 feet the existing four lane portion of Woodville Highway south of Capital Circle from its current terminus.
 - (10) Construct an exclusive northbound right turn lane on Capital Circle at Merchants Row Boulevard (Developer funded); at the intersection of Blairstone Road and Old St. Augustine Road and construct an additional left turn lane northbound and southbound at the intersection of Blairstone Road and the Apalachee Parkway. (City to acquire the necessary right of way at Developer's expense, which shall not exceed \$150,000.00, exclusive of stormwater facilities).
 - (11) Construct a southbound left turn lane on Capital Circle at Merchants Row Boulevard and modify the southbound through lane to provide continuous movement through the intersection (Developer funded); Extend by 1,000 feet the existing four lane portion of Woodville Highway north of Capital Circle from its current terminus. (This improvement shall not be required if the conditions, set forth in subsection (c), for the six-laning of Capital Circle SE (US 319) from Tram Road through the intersection of Woodville Highway are met).
- (12) ~~Four lane Woodville Highway from 1,000 feet south of Capital Circle to 1,000 feet north of Capital Circle (Developer funded);~~
- (13) ~~Deleted;~~
- (14) ~~(a) Through coordination with the programmed FDOT intersection improvement at SR 20 and SR 263, four lane Capital Circle SW from approximately 1,000 feet south of Blountstown Highway to 1,000 feet north of Blountstown Highway and provide an additional northbound left turn lane on Capital Circle SW at the intersection (Developer funded with FDOT acquisition of right of way, at the Developer's expense). OR~~

~~(b) Add a northbound left turn lane, add a northbound through lane, add a southbound through lane, add a westbound right turn lane, restrict Jackson Bluff to a right-in/right-out, and extend westbound and southbound through lanes to the FDOT intersection improvement listed in 3.14.b.(8) (Developer funded with FDOT acquisition of right of way, at the Developer's expense);~~

~~(15) Deleted;~~

~~(16) Deleted;~~

~~(17) Install a traffic signal at the intersection of Old St. Augustine Road and Midyette Road and, install a median on Midyette Road north of the intersection with Capital Circle SE, if necessary to eliminate conflicts with existing driveways (Developer funded);~~

~~(18) Provide a westbound connection from Apalachee Parkway to Gadsden Street through better utilization of the Franklin Boulevard off ramp and Pensacola Street between Franklin Boulevard and Gadsden Street. This includes modification to the intersection of Pensacola Street/Gadsden Street (islands and payment of \$30,000 towards the costs of signalization) and appropriate signage (Developer funded with a level of service standard change from D to E on Monroe Street from Gaines Street to Tennessee Street, see 14.d.8);~~

~~(19) Construct a northbound turn lane on Olson Road at Raymond Diehl Road (Developer funded); and~~

Upon the Developer's request, the City may acquire the necessary right of way for the road projects identified in Section 3.A.14.f at the Developer's expense. If the City agrees to do so, the Developer and the City will enter into an agreement for acquisition of the necessary right-of-way and to set a construction schedule. If any road project in Section 3.A.14.f requires an environmental variance, the City's Public Works Department will apply for the variance through the City's public sector linear infrastructure variance process.

~~(20) Construct a westbound right turn lane on Tharpe Street at Old Bainbridge Road (Developer funded with County acquisition of right of way at the Developer's expense).~~

None of the roadways affected by the road projects identified in Section 3.A.14.f have been deemed capacity constrained, as defined in Section 4.0.0 of the City's Concurrency Management System Policy and Procedures Manual, at this time. If, at any time prior to construction of any of the road projects in Section 3.A.14.f, the Developer thinks the affected roadway is capacity constrained, the Developer may seek such designation by filing a Notice of Proposed Change to the development order.

The Developer shall be required to submit drawings depicting the above referenced transportation improvements (numbered 1 through 20) as part of an update to the PUD Concept Plan.

The above noted lane lengths do not include required deceleration lengths or tapers, which are the responsibility of the Developer to construct. All required turn lanes must be of adequate length to accommodate existing and projected traffic demand. All intersection improvements requiring modification to signals shall be consistent with the County's land development regulations. All proposed improvements need to address resulting pedestrian and bicyclist safety.

Funding cannot be diverted from transportation improvements currently included in the Tallahassee-Leon County Transportation Improvement Program for the road projects identified in Section 3.A.14.f.

On or before March 31, 2006, the Developer shall enter into an agreement, to be approved by the City's Public Works Director, establishing a schedule for submittal of construction plans and right-of-way maps, if required, for the road projects identified in Section 3A.14.f.

As part of the annual report required by Section 3.A.23., the Developer will report on the status of those improvements guaranteed by the Developer in Section 3.A.14.f.

If any of the road projects identified in Section 3.A.14.f. are not completed, under construction or let to contract for construction on or before September 11, 2003, December 31, 2009, or to the extent such road projects are deemed constrained and the Developer has not timely paid its commensurate contribution, then all development shall cease except for the development specified in Section 3.A.27., and a new traffic analysis shall be completed at the Developer's expense and the Developer shall file a notification of proposed change and comply with the provisions of section 380.06(19), F.S.

~~Notwithstanding the foregoing, because improvement (16) is necessary only to mitigate significant impacts on state and regionally significant roads and not to satisfy City or County Concurrence Management Systems, the Developer may elect to guarantee that improvement (16) is in place and operational, or under actual construction for the entire improvement no later than the end of Phase 1 consistent with Rule 9J-2.045(7), F.A.C.~~

- ~~g. In areas where the Developer owns property on both sides of Capital Circle, they shall dedicate seventy five feet of additional right-of-way on each side of Capital Circle to the Florida Department of Transportation for transportation improvements along Capital Circle. In areas where St. Joe/Arvida only owns property on the east side of Capital Circle, they shall dedicate 100 feet of additional right-of-way to the Florida Department of Transportation for transportation improvements along Capital Circle. The dedication of right-of-way shall be at no cost to the Florida Department of Transportation and will be~~

~~dedicated to the Florida Department of Transportation prior to recording of the first final plat.~~

- g. The Developer and City acknowledge the execution of that certain Joint Planning Agreement dated January 25, 2005 and agree that the terms and conditions of such Agreement are incorporated into this Development Order.
- h. Connections to Capital Circle shall be consistent with the Southeast Sector Plan Capital Circle Access Points as identified in Figure 10.B of the Southeast Sector Plan.
- i. All on-site transportation construction shall meet design and construction standards approved by the City. All off-site transportation construction shall meet all standards or specifications of the applicable government entity assuming responsibility for maintenance and operation thereof.
- j. Vehicular access to the off-site road network shall be limited to the approximate locations depicted on the Master Development Plan (Exhibit C).
- k. Transportation Demand Management (TDM) Strategies:
- (1) The Developer shall locate and construct bus stops and shelters in cooperation with Taltran or some other transportation provider. The Developer shall construct bus stops and shelters at such time bus service becomes available. The Developer will designate a site for a satellite transfer facility consisting of no more than five (5) bus shelters on no more than one (1) acre in the vicinity of the intersection of Shumard Oak Boulevard and the North-South Road so it will be accessible to Town Center, the CCOC and schools located in MUEI-2 and MUEI-3. The design and architectural vernacular for the bus stops, bus shelters and satellite transfer facility shall be compatible with the architectural vernacular for Southwood and must be approved by the Developer prior to construction.
- (2) The Developer shall provide bike lanes and sidewalks consistent with the County's land development regulations. The Developer shall provide separate dedicated pathways within the DRI Property which provide for interconnection as well as bicycle racks or storage facilities. There shall be showers and locker facilities within each building of more than 7,500 square feet, except that building with no shared restroom facilities that are designed for individual tenants with no more than 7,500 square feet for each tenant and with individual entry/exit points for those tenants shall not be required to provide shower or locker facilities, provided said buildings are no greater than 15,000 square feet. Any building that is greater than 15,000 square feet or any tenant with greater than 7,500 square feet shall be

required to provide showers and locker facilities no matter the design of the building.

- (3) The Developer shall provide a transportation coordinator whose responsibilities include providing information to commercial, office and industrial users and the coordination of staggered work hours, ride-sharing, transit, walking, bicycling, telecommuting, flextime and other programs to reduce dependence on single-occupancy vehicles. The Developer shall have sole authority to determine the person who will serve as transportation coordinator and all terms and conditions of employment, but shall notify the City, County ARPC, and DOT of the designation. The annual report required by Section 3.A.23. shall include information regarding the effectiveness of these TDM strategies. The Developer shall consult with Commuter Services of North Florida or the designated Regional Transportation Demand Service Provider to review the effectiveness of TDM strategies and to assist in the preparation of information in the annual report regarding the effectiveness of TDM strategies.
- (4) In furtherance of Mass Transit Policy 2.1.3 of the Tallahassee-Leon County Comprehensive Plan, the Developer shall require commercial, industrial and office users to provide preferential parking facilities for high-occupancy vehicles with said parking facilities located closest to planned buildings. Parking spaces reserved for visitors and the handicapped shall be located closest to planned buildings or clusters.
- (5) Community Design.
 - (a) Those areas located within one-half mile of Town Center (TC-1 and TC-2) and within one-half mile of the Neighborhood Village Center (NVC-1) are designated as Pedestrian Primary Areas in which pedestrian and bicycle travel is encouraged over other means of mobility. In addition, the Developer shall explore the feasibility of designating those areas within a certain distance of schools as Pedestrian Primary Areas. The Developer shall provide an update on this matter in the Annual Report.
 - (b) Consistent with other purposes of the Southeast Sector Plan, the PUD(s) and site plans for development within the Pedestrian Primary Areas shall maximize bicycle and pedestrian accessibility, encourage walk-to shopping and employment, utilize vehicular alternatives to the single-occupancy vehicle, maximize internal capture of shopping and business trips and promote compact development through the following architectural and design standards:

- (i) Concentration of higher-density residential development in these areas;
 - (ii) Collocation of residential and commercial/office uses in Town Center;
 - (iii) Reduced setbacks for residential and nonresidential development;
 - (iv) Narrow streets;
 - (v) On-street parking and parking to the side or rear of buildings and lots;
 - (vi) Shared parking facilities;
 - (vii) Reduced parking standards for nonresidential development;
 - (viii) Rear access to residential units from alleys;
 - (ix) Sidewalks or their equivalent on both sides of all roads in these areas;
 - (x) Traffic calming. The Developer agrees to explore options that include but are not limited to roadway geometric and pavement design, as well as neighborhood traffic circulation networks that will make traffic calming measures unnecessary. However, whenever this is deemed unavoidable, traffic calming measures consistent with the most current state-of-the-art practice, and in consultation with the City shall already be in place prior to the City accepting the streets for maintenance.
- (c) Consistent with other purposes of the Southeast Sector Plan and to the maximum extent feasible, the PUD(s) and site plans for other areas of the Project shall encourage compact development and alternatives to single-occupancy vehicle transportation through the following design standards:
- (i) Increased interconnection between residential and nonresidential development;
 - (ii) Extensive bicycle and pedestrian facilities and amenities, including on-street facilities and an integrated network of trails throughout the Project.

- (iii) Corner-lot commercial uses within residential areas as allowed by the Southeast Sector Plan.
 - (d) The PUD(s) shall also include standards for street and building design, landscaping, signage, stormwater management facility design, public utility location and the design and protection of natural areas. The Southeast Sector Plan shall guide the development and review of these standards.
- (6) The Developer shall work with the Department of Management Services (DMS), developer of the Capital Circle Office Center DRI adjacent to the DRI Property, in order to bring about a resumption of shuttle bus service, with or without fares, as a shared cost public transportation service from the Southeast Sector Planning Area to such other locations as will promote non-automobile vehicular travel to and from these two projects. Such other locations shall include activity centers where transfers can be made to Taltran service and may include downtown, Koger Center, and Governor's Square Mall. The Developer's transportation mitigation obligations under this Development Order may be reviewed for potential adjustments in light of such service upon request of the Developer as provided by section 380.06, F.S.
- (7) Phase 2b Transportation. Prior to the commencement of Phase 2, 2b, an updated transportation analysis that addresses the cumulative impacts of Phase 1, Phase 2a and Phase 2b shall be provided by the Developer to the review agencies as a substantial deviation for review of transportation only. Traffic mitigation necessary to serve the project at buildout of Phase 2b shall be determined on the basis of state, regional and local government requirements then in effect and shall be incorporated in this Development Order by amendment.
- (8) The County does not agree to, and the Developer hereby acknowledges the County's position, that any tax increment financing (TIF) is to be utility by the Developer for construction of any infrastructure or other projects within the DRI Property. The use of any TIF financing within the DRI Property shall require an amendment to this Development Order approved by both the City and the County.
- (9) Development of a ~~school~~ FSU High School on MUEI-2 shall not exceed 174,000~~234,200~~ GSF. Development of a ~~John Paul II catholic school~~ on MUEI-3 ~~during Phase 1~~ shall not exceed 56,000~~79,000~~ GSF. Development of the K-8 public school on MUEI-3 shall not exceed 90,000 GSF. Ancillary athletic fields may be developed on ~~both sites~~. Additional development on MUEI-3 shall take place during Phase 2 or as authorized in an amendment to this Development Order all sites.

- ~~(10) At the time of review of the Phase 2 substantial deviation, the Developer shall perform a traffic analysis relating to the use of K-12 educational facilities within the project for community college activities. If additional mitigation is necessary, it shall be reflected in the Phase 2 substantial deviation.~~

15. Initial Development Stages

In furtherance of Policy LU 10.1.1(D)(2) of the Comprehensive Plan, the initial development within Phase 1 is encouraged to occur in those areas proximate to the CCOC.

16. Housing

- a. During regional review, an unmet need for 48 very low income units (VLI) (18 in Phase 1 and 30 in Phase 2) was determined based on the development program in the Application for Development Approval and Sufficiency Response. Subsequent to regional review, the Developer revised the development program by moving MUOC-3 to Phase 2 and reducing the school on MUEI-2 from 225,000 SF to 200,000 SF. A revised housing analysis submitted on January 22, 1999, determined an unmet need for 43 VLI units all in Phase 2. Based on these analyses, the Department of Community Affairs and Apalachee Regional Planning Council determined that the project will not cause a regionally significant impact on affordable housing.
- b. Housing Policy 1.2.4 of the Tallahassee-Leon County Comprehensive Plan does not require any affordable housing mitigation or contribution by the Developer for this project. However, the City has determined that some level of affordable housing mitigation is appropriate for this project and has requested that the Developer provide a mechanism to support the creation of additional affordable housing opportunities. The Developer has offered to provide voluntary affordable housing assistance subject to the terms of this condition and with cooperation of the City and County.
- c. The Developer will pay ahas paid the total sum of \$150,000.00 into escrow which constituted prepayment of the voluntary affordable housing assistance fee for the first 1,000 single family residential units constructed and developed on the DRI Property. The Developer shall divide this fee in half and pay 50% of the total to the City of Tallahassee and the remaining 50% to Leon County.

d. After the first 1,000 units have received a certificate of occupancy, a voluntary fee of \$160.00 for each~~per~~ single family residential unit constructed and developed for sale on the DRI property into an escrow account for disbursement to a program(s) mutually acceptable to the City, the County and the Developer. If agreement on that program(s) is not reached within one year of the date of receipt of the fee proceeds to be disbursed, then the local government of jurisdiction, after public comment, shall determine how the funds are disbursed to~~shall be paid by the~~ Developer. Such payments shall be based on the number of certificates of occupancy received on a calendar year basis and shall be paid by the Developer, in arrears, at the time of filing of the annual report. The Developer shall divide this fee in half and pay 50% of the total to the City of Tallahassee and the remaining 50% to Leon County.

e. ~~The fees from subsections c. and d. shall be used for programs which encourage affordable housing in proximity to the project. The program(s) may include but need not be limited to:~~

- (1) the acquisition of land;
- (2) a program for down payment assistance to Low Income or Very Low Income homebuyers;
- (3) prepayment of points for LI or VLI homebuyers;
- (4) the rehabilitation of existing LI or VLI housing; or
- (5) construction of new LI or VLI housing by private Developers or not-for-profit housing agencies.

~~d. Upon issuance of the certificate of occupancy for the first residential unit in Phase 1, the Developer shall pay \$150,000.00 into escrow which shall constitute prepayment of the voluntary housing assistance fee for the first 1,000 ownership units on the DRI Property. After the first 1,000 units have received a certificate of occupancy, the voluntary fee of \$160.00 per unit shall be due upon issuance of a certificate of occupancy for each unit and may be paid in arrears annually in conjunction with submission of the annual report required by Section 3.A.23.~~

ef. An affordable housing supply inventory was conducted by the Developer in accordance with the East Central Florida Regional Planning Council "Housing Demand, Supply and Need Methodology for Assessing the Affordable Housing Impact of Developments of Regional Impact", April, 1996, and was accepted in the regional report. This inventory identified the following supply within a 10-mile/20 minute housing accessibility area:

500 Very Low Income Units
561 Low Income Units
253 Middle Income Units

fg. The Developer proposed to develop on-site housing to augment the existing supply of affordable housing. When a residential unit is constructed on-site and is within the affordable housing cost range, the existing supply identified in the affordable housing supply inventory shall be increased by 1.5 units in accordance with Rule 9J-2.048(8)(c)1., F.A.C.

Each year in the annual report required by Section 3.A.23., the Developer shall report the number of units constructed and sold or offered for rent within the DRI Property, during the preceding 12 months and cumulatively, within the housing cost ranges utilized in the regional report.

gh. The following demand ratios shall be used to determine when nonresidential development on the DRI Property creates a demand for affordable housing:

1,000 square feet Retail/Commercial	0.298 very low income units 0.338 low income units 0.114 middle income units
1,000 square feet Office	0.031 very low income units 0.510 low income units 0.774 middle income units
1,000 square feet Industrial	0.010 very low income units 0.122 low income units 0.222 middle income units
1 acre Educational/Institutional	0.021 very low income units 0.277 low income units 0.437 middle income units
1 18-hole Golf Course (club house, pro shop, snack bar)	10 very low income units 5 low income units 3 middle income units

Examples:

200,000 square feet Retail will require: 60 very low income units
68 low income units
23 middle income units

200,000 square feet Office will require: 6 very low income units
102 low income units
155 middle income units

hi. If, at the conclusion of a phase, the nonresidential development constructed during that phase creates a demand for affordable housing at

the demand ratios provided by paragraph g., which demand is in excess of the available supply inventory as provided by paragraphs e. and f., the Developer may mitigate for such unmet need by making a payment to the escrow account identified in paragraph c. based on the payment schedule in paragraph i.

- ij. The initial payment of \$150,000.00 shall constitute prepayment of voluntary mitigation for the 43-unit unmet need of very low income housing projected for Phase 2. All additional funds from the Developer's voluntary housing assistance fee shall constitute a credit against any additional unmet need for affordable housing pursuant to Rule 9J-2.048, F.A.C., at a rate of \$3,542.00 for very low income units, \$2,416.00 for low income units and \$1,063.00 for middle income units.
- jk. This condition shall govern affordable housing impacts and mitigation for the project for purposes of the local comprehensive plan and DCA's Adequate Housing Uniform Standard Rule through Phase 2.

17. Recreation

- a. The Developer shall cause the 62 acre +/- Community Park to be dedicated to the City for active recreation uses. ~~This parcel shall be dedicated to the City within 60 days after the adjacent roads are constructed~~ upon request of the City. This area shall be counted toward St. Joe's obligation under the Urban Services Agreement on an acre-for-acre basis. The City will use its best efforts to negotiate an agreement on shared-use facilities with schools located on MUEI-2 and MUEI-3, but the Community Park dedication shall not be contingent upon execution of such an agreement.
- b. The 62 acre +/- parcel shall be contiguous and, except for an existing stormwater management facility on the site, shall be exclusive of all easements and stormwater facilities for nonpark drainage.
- c. Paragraph b. is not intended to preclude the construction of joint stormwater management facilities for park and nonpark drainage on the site with the City's approval so long as such facilities are designed, constructed and located so as not to interfere with the active recreation use of the site. The Developer shall be responsible for any incremental design, construction, operation or maintenance costs of the joint facilities associated with nonpark drainage. If the Developer and the City are unable to agree on the concept or location of the joint stormwater management facilities, paragraph b. shall apply and nonpark drainage shall be accommodated outside of the 62-acre site in the adjacent open space

buffer along Tram Road or other locations consistent with the approved SFMP and SESP.

- d. The remainder of St. Joe's obligation under the Urban Services Agreement to dedicate land for active recreation may be satisfied by offering to dedicate approximately 71 contiguous acres to the City for active recreation in conjunction with development of the remaining portion of the Southwood landholding in the Southeast Sector Planning area.
- e. In addition to active recreation area dedicated to the City and described in paragraph a., the project will include a daily-fee golf course, active recreation uses along the western edge of Central Park lake, tot lots and neighborhood recreation areas, and the passive recreation parks and other areas described as "open space" in the ADA and depicted on ADA Figure 26.1.
- f. The Developer shall include neighborhood parks within approximately 1/2 mile of all residential areas of the DRI. Implementing PUDs and site plan shall require the homeowner association(s) to be responsible for the ongoing maintenance of these parks. (For the purposes of using the 1/2 mile radius to locate sites, recreation facilities on school sites may be counted as neighborhood parks.)

18. Public Facilities

- a. The Developer shall reserve for dedication to the Leon County School Board a 40-acre site in MUEI-3 for an elementary or middle school and all of MUEI-1 for an elementary school, provided that the school board may elect instead to construct a pre-K-8 facility on either or both sites. Each site shall be transferred and dedicated to the Leon County School Board upon written request after construction funds for such school have been included in the school board's five-year capital improvements program. The Developer shall not be responsible for financing the construction, operation or maintenance of such schools or any mitigation of impacts from the development of such schools. However, the Developer shall make water, sewer, roads, electrical and telecommunications infrastructure available at the property line of each site with the school board paying its pro rata share of costs for shared stormwater management. The design and architectural vernacular for the two schools shall be jointly determined by representatives of the school board, Tallahassee-Leon County Planning Department, and the Developer and shall be compatible with the architectural vernacular for Southwood. All schools shall be designed to a pedestrian scale and with safe, integrated access to the surrounding

residential areas to promote walkability. School facilities shall be designed, sited and constructed to serve both the schools and the general public after hours and on weekends.

- b. Unless the County and the Leon County School Board agree to collocate a shared-use facility on school board lands in MUEI-1 or MUEI-3 to provide library services to both the general public and the public schools in Southwood, the Developer shall cause up to 2.5 acres in MDR-12 to be dedicated to Leon County for establishment of a branch public library. Such dedication shall take place upon written request from the County after construction funds for such branch public library have been included in the County's Five-Year Capital Improvements Budget.

19. Open Space/Greenway Corridors

- a. The open space/greenway system (totaling 22% of the project area) required by the SESP is identified in Figure 26.1. The exact delineation of each portion of the open space/greenway system, based on field verification, shall be through the PUD Final Development Plan.
- b. The open space/greenway system may be privately owned and managed or be dedicated to the public by conveyance to the City or its designee. The Developer shall cause a conservation easement for preservation areas to be granted to the City or its designee. Paved trails shall not be allowed in preservation areas.
- c. The open space/greenway system shall be protected by easements. The Developer shall cause a conservation easement for each portion of the open space/greenway system to be granted no later than 30 days after approval of the PUD Final Development Plan for lands including that portion of the open space/greenway system.
- d. The Developer shall have management plans for the open space/greenway system approved by the City to protect the values for which these areas were designated. A management plan for each portion of the open space/greenway system shall be submitted for approval in conjunction with the application for the PUD Final Development Plan for lands including that portion of the open space/greenway system.
- e. As part of the management plan(s) for the open space/greenway corridor, the Developer shall ensure that a continuous trail is available from the northeast corner of the development to the southwest area of the development. This trail will connect to the Lafayette Heritage Trail to the

north and to the St. Marks Trail to the south when and if those trails are extended to the DRI Property. The corridor should generally run from the northeast corner of the development to the North Park, then follow the drainage to Central Park and then to the Community Park. The general location of the trail network within the project is depicted on ADA Figure 26.1. The public shall have access to the trail in perpetuity.

~~Notwithstanding the provisions of section 3.A.19 c., the~~ The Developer shall complete construction of the trail ~~within 8 years of commencing construction in the DRI on or before December 31, 2010.~~

- f. ~~In accordance with Policies LU 10.1.2, 10.1.4, and 10.1.5 of the Comprehensive Plan, by providing a 22%~~ Southwood shall comply with all applicable Tallahassee Environmental Management Regulations. Such regulations require certain minimum urban forest and landscaping requirements. Since Southwood has provided for a total open space/greenway system and by protecting of 32% (which is 10% greater than what is required in the Southeast Sector Plan as well as the original Development Order) and has otherwise protected all conservation and preservation areas within the DRI Property, the Southwood DRI has hereby satisfied all urban forest and landscaping requirements of the Tallahassee Environmental Management Regulations for residential subdivisions with densities greater than four units per acre. For all other types of development, the Southwood DRI is hereby determined to have satisfied:

- (1) the 10% urban forest requirement set forth in the EMA; and
- (2) all landscaping requirements for the Town Center and Neighborhood Village Commercial districts. Development within all of the other districts on the DRI Property will be required to comply with the landscaping requirements set forth in the EMA.

When non-residential subdivisions are proposed in the MUOC and MUI land use districts, a portion of said landscaping requirements may be provided in common area (outside of the individual lots) at the time a subdivision is reviewed and approved. Within these land use districts, all on-site landscaping requirements outlined in the EMO (e.g. vehicular use area landscape island requirements, vehicular use area lot perimeter landscaping requirements, etc.) must be met on each individual lot. However, the additional landscaping (above and beyond what is required on each individual site in order to meet the minimum 30% landscaping requirement for the overall subdivision) may be provided in common area.

20. Canopy Road Protection/Old St. Augustine Road

- a. The Developer shall dedicate a 200-foot-wide corridor centered on the centerline of Old St. Augustine Road between Capital Circle Southeast and the Urban Services Area boundary. Title to each portion of the dedicated corridor shall be transferred to the City upon adoption of an ordinance of voluntary annexation for such portion of the corridor. The Developer shall cause additional lands adjacent to the 200-foot-wide corridor to be preserved as set forth in the ADA for the purpose of protecting the canopy. Such additional lands may be dedicated to the City at the Developer's option.
- b. The area within the canopy road corridor may be used by the City for roadway and associated drainage and underground utility purposes only. Walking, jogging or bicycle pathways may be constructed but shall be restricted to a 70-foot-wide corridor from the centerline of Old St. Augustine Road, unless the pathways can be located within the additional lands adjacent to the 200-foot wide corridor to be preserved as set forth in the ADA for the purpose of protecting the canopy, and such location would be less intrusive to, or afford better protection of the canopy. If it is necessary to relocate fences, the City shall so relocate the fences at its own expense. No parking areas, pulloffs or driveways to adjacent uses are to be constructed within the corridor except as provided in the Southeast Sector Plan. Where pathways must be located outside the 70-foot-wide corridor in order to protect significant trees in the canopy, the Developer will grant variances to the City or County. To the extent possible, pathways constructed pursuant to a variance will be within a 100-foot-wide corridor centered on the centerline of Old St. Augustine Road.
- c. There shall be no overhead utility lines placed within the canopy road corridor ~~and which is~~ parallel to Old St. Augustine Road except for utility lines in place on November 7, 1994, and utility lines required to serve out-parcels adjacent to the roadway. Roadway lighting shall be provided by the City in such a way as to minimize damage to the tree canopy, including underground circuits where appropriate.
- d. One new north-south arterial roadway crossing of Old St. Augustine Road may be located between one-quarter and one-half mile west of Southwood Plantation Road. ~~This roadway crossing will be a four way stop unless a more efficient design can be developed that provides the maximum protection for the canopy on Old St. Augustine Road as set forth in 3.A.14(f)(4).~~ The location for the crossing shall be selected to minimize tree removal, especially canopy-quality oak trees. This north-south arterial

shall be designed to facilitate north-south movement crossing Old St. Augustine; however, turning movements onto Old St. Augustine from this north-south arterial shall be restricted so as to minimize and limit the addition of traffic onto Old St. Augustine Road. Following the construction of the new north-south arterial roadway, and to further limit traffic impacts generated by the project on Old St. Augustine Road, the Developer will:

- (1) Request approval to realign the existing Southwood Plantation Road in LDR-3 so that it will connect with the new north-south arterial and, upon completion of such realignment, petition for abandonment of Southwood Plantation Road from the connection with the new north-south arterial roadway south to Old St. Augustine Road; and
 - (2) Request abandonment of the portion of existing Southwood Plantation Road on the east side of North Lake Park, from the proposed Orange Avenue extension south to the beginning point of the new north-south arterial.
- e. There shall be one new local street cut to provide access to property in LDR-1 on the north side of Old St. Augustine Road as provided in the Southeast Sector Plan. The location of said street shall be selected to minimize tree removal, especially canopy-quality oak trees.

21. Employment

The Developer shall coordinate future industrial, office and commercial users with local agencies which match underskilled or limited-opportunity individuals with the job market, and shall advertise available positions in appropriate places within low income areas.

22. Incorporation of ADA-SDA

The Developer shall submit eight (8) copies of the final ~~ADA~~SDA as approved by the Board to the Tallahassee-Leon County Planning Department. The Developer shall also submit one (1) copy to the ARPC and one (1) copy to DCA within 30 days of the effective date of this Development Order.

23. Annual Report

The Developer, or as applicable its grantees, lessees, successors or assigns, shall prepare and submit, or cause to be prepared and submitted, an Annual Report to the City Growth Management Department, the County Growth and Environmental

Management Department, ARPC, DCA, Florida Department of Environmental Protection, Florida Department of Transportation, Northwest Florida Water Management District, Fish and Wildlife Conservation Commission, or successors to such agencies as determined by law, on April 1st of each year until the year after buildout of the entire project. The Annual Report shall include, at a minimum, a complete response to each question in the form provided by the Department of Community Affairs. The annual report shall also update the Developer's five year schedule of capital improvements that are needed for subsequent development; and affordable housing monitoring. Failure to file an Annual Report in a timely manner may result in the temporary suspension of this Development Order.

In addition, the Developer shall include the following information in each Annual Report: name or number of each plat receiving final approval during the preceding 12 months with identification of those located in a "Pedestrian Primary Area" as designated in the PUD Concept Plan; name of each pod wholly or partially contained in each final plat; acreage of each residential land use category in each final plat; number of dwelling units of each residential land use category in each final plat; attained density for each residential land use category included within each final plat; cumulative acreage of each residential land use category included in a final plat; cumulative dwelling units of each residential land use category included in a final plat; and cumulative attained density for each residential land use category included in a final plat.

24. Recordation

- a. The Developer shall, within thirty (30) days of the effective date of this Development Order, record notice of the adoption of this Development Order in accordance with Sections 28.222 and 380.06(15)(f), F.S., with the Clerk of the Circuit Court of Leon County, Florida. Recordation of such notice shall not constitute or provide actual or constructive notice of lien, cloud or encumbrance of the DRI Property. The Developer shall record notice of any subsequent approved modifications to this Development Order in the same manner.
- b. A copy of this notice shall be forwarded to the County's Director of Development Review and Inspection within seven (7) days of its being recorded.
- c. The notice shall specify that this Development Order runs with the land and is binding on the Developer, its agents, lessees, successors, or assigns. Any contract or agreement for sale of those interest by the Developer for all or any part of the property subject to this Development Order shall

contain a legend substantially in the following form clearly printed or stamped thereon:

THE PROPERTY DESCRIBED HEREIN IS PART OF THE SOUTHWOOD DEVELOPMENT OF REGIONAL IMPACT AND IS SUBJECT TO A DEVELOPMENT ORDER, NOTICE OF WHICH IS RECORDED IN THE PUBLIC RECORDS OF LEON COUNTY, FLORIDA, WHICH IMPOSES CONDITIONS, RESTRICTIONS AND LIMITATIONS UPON THE USE AND DEVELOPMENT OF THE SUBJECT PROPERTY WHICH ARE BINDING UPON EACH SUCCESSOR AND ASSIGN OF THE ST. JOE COMPANY. THE DEVELOPMENT ORDER DOES NOT CONSTITUTE A LIEN, CLOUD OR ENCUMBRANCE OF THE REAL PROPERTY OR CONSTITUTE ACTUAL OR CONSTRUCTIVE NOTICE OF SAME. A COPY OF THE DEVELOPMENT ORDER MAY BE REVIEWED AT THE OFFICES OF THE CITY OF TALLAHASSEE AND THE LEON COUNTY GROWTH MANAGEMENT DEPARTMENTS, OR AT THE OFFICE OF THE DEPARTMENT OF COMMUNITY AFFAIRS IN TALLAHASSEE, FLORIDA.

25. Impact Fee Credits.

This Development Order shall not preclude the County from requiring the payment of impact fees and/or other fees for development or construction within the Southwood DRI so long as such fees are assessed in accordance with a duly adopted ordinance and so long as such fees are charged for the same activities within the other unincorporated areas of the County. Credits for contributions from the Developer for land for a public facility, or construction, expansion, or contribution of funds for land acquisition or construction or expansion of a public facility required by the Development Order to meet the same need that the impact fee would address shall be granted to the Developer on a dollar for dollar basis. Impact fee credits shall not be available to the Developer for right of way, engineering, construction and other costs for internal roads.

26. The Developer has indicated it intends to petition the Florida Land and Water Adjudicatory Commission to form one or more Community Development Districts (CDDs) within the Project pursuant to Chapter 190, F.S. Any CDD established within the Southwood DRI may finance, fund, plan, establish, acquire, construct or reconstruct, enlarge or extend, equip, operate and maintain infrastructure, projects, systems and facilities as set forth in Section 190.012(1), F.S., including but not limited to any transportation improvement set forth in this Development Order, whether on site or off site. With respect to the provision of such infrastructure, projects, systems and facilities, the County agrees that the

establishment of one or more CDDs meets the criteria set forth in Section 190.005(1)(e), F.S. If the Developer is required by ~~the~~this Development Order to provide, pay for, or otherwise cause to be provided, infrastructure, projects, systems or facilities set forth in Chapter 190, F.S., then the CDD independently may satisfy such obligations. To the extent that any such obligation under this Development Order is deemed by the County to have been met or performed by the CDD, then such obligation shall be deemed to be satisfied and the Developer shall no longer be subject to such obligation.

27. Limited Pre-SFMP Development

- a. ~~The Developer may undertake the following development prior to approval of the PUD Concept Plan and SFMP; provided no preservation features are impacted and subject to complying with all applicable land development regulations and obtaining the necessary authorization for City utilities:~~
 - (1) ~~A temporary sales center and associated parking facilities may be constructed in the southwest 8 acres +/- of MUOC 6. The enclosed area of the sales center shall not exceed 7,500 square feet. No patriarch trees may be removed; limited thinning of the competitive secondary growth and ground cover is permitted consistent with the EMO. Within three (3) months after a permanent sales center is constructed and occupied, the Developer may convert the temporary sales center to other community uses;~~
 - (2) ~~No more than nineteen (19) homes at a sales center may be constructed in either MDR 6 or TC-1. The homes cannot be sold until after the City approves a PUD final development plan (preliminary plat, final plat, or limited partition);~~
 - (3) ~~No more than 40,000 square feet of commercial uses on approximately 4 acres in the northwest portion of MUOC 6; and~~
 - (4) ~~Those roads and public facilities necessary to serve the development addressed in Paragraphs (1), (2) and (3) above.~~
- b. ~~Stormwater management facilities shall be designed and constructed in connection with the development authorized in Paragraph a. to prevent discharge of stormwater into wetlands or floodplains. To the maximum extent feasible, these facilities shall be incorporated into the system of stormwater management facilities designed pursuant to the SFMP.~~

- e. ~~The development described above shall be subject to the following sequence of review: Type A Site Plan, Environmental Management Permit, Building Permit.~~
- d. ~~No subdivision of land shall occur until the City approves a PUD concept plan and PUD Final Development Plan (Preliminary Plat/Final Plat or Limited Partition).~~

B. General Conditions. This Development Order shall be subject to the following general conditions:

1. The project buildout date for all development is December 31, 2020. The DRI termination and DRI Development Order expiration dates are also established as December 31, 2020. Neither the City nor County shall subject the development to down-zoning, unit density reduction, or intensity reduction until December 31, 2020, unless the Developer consents to such a change or it can be demonstrated that substantial changes in the conditions underlying approval of the Development Order have occurred, or that ~~the~~this Development Order was based on substantially inaccurate information provided by the Developer, or that the change is clearly essential to the public health, safety or welfare.
2. This Development Order runs with the land is binding on the Developer, its agents, lessees, successors, or assigns.
3. Physical development of the area embraced by the ~~ADA~~SDA shall conform to all standards and procedural provisions of applicable local government comprehensive plans, land development regulations and codes.
4. All construction shall conform to all applicable covenants and restrictions running with the land not in conflict with the Comprehensive Plan, ~~the~~this Development Order, and other local restrictions.
5. The local official responsible for monitoring the DRI for the County shall be the Director of Development Review and Inspection or his or her designee. Monitoring shall be accomplished through review of the subsequent development permits, the annual report, and on-site observations.
6. Physical development as defined by Section 380.04, F.S., shall commence within two (2) years of the effective date of this Development Order or this Development Order shall expire. If at any time, development ceases for a period of three (3) consecutive years, then ~~the~~this Development Order shall expire. However, these time periods shall be tolled during the period of any appeal pursuant to Section 380.07, F.S.

7. No change shall be made to this Development Order or to the approved land uses unless the County has approved and authorized said change. Further review pursuant to Chapter 380, F.S., may be required if a change in the project occurs which constitutes a substantial deviation as defined in Section 380.06(19), F.S.
8. All development on the property described in Exhibit A-1 shall be consistent with the ADA, the SDA and the conditions and restrictions in this Development Order. Nothing herein shall prohibit or restrict the City or County from adopting new or modifying existing land development regulations and make same applicable to the Southwood DRI provided that these regulations do not adversely affect the density or intensity of development allowed within the DRI.
9. The Developer may assign any of its obligations under this Development Order to a community development district to the extent allowed by law.
10. In the event that the Developer, its lessees, agents, successors, or assigns violates any of the conditions of this Development Order or otherwise fails to act in substantial compliance with this Development Order (hereinafter referred to as "Violator"), the County shall stay the effectiveness of this Development Order as to the DRI, tract, or portion of the tract, in which the violative activity or conduct has occurred. All further development permits, approvals and services for development in the said tract or portion of the tract shall be withheld upon passage of any appropriate resolution by the County, adopted in accordance with this section, upon a finding that such violation has occurred. The Violator shall be given written notice by the County that states:
 - a. The nature of the purported violation, and
 - b. A statement to the effect that unless the violation is cured within 15 days of said notice, the local government of jurisdiction shall hold a public hearing to consider the matter within 30 days of the date of said notice. In the event the violation is not curable in 15 days, the Violator's diligent, good faith efforts to cure the violation within a reasonable period shall obviate the need to hold a public hearing and ~~the~~ this Development Order shall remain in full force and effect unless the Violator does not diligently pursue the curative action to completion within a reasonable time, in which event the County shall give 15 days notice to the Violator of its intention to stay the effectiveness of this Development Order and withhold further development permits, approvals and services as to the tract or portion of the tract in which the violation has occurred until the violation is cured. For purposes of this section, the word tract shall be defined to mean any area of development identified on the Southwood Master Plan,

Exhibit C. In addition, the phrase portion of a tract means a division of a tract into more than one ownership or use as created by deed, plat, or lease.

11. If development cannot occur as set forth in the Master Development Plan the Developer must file a notification of proposed change and comply with the provisions of section 380.06(19), F.S.

Section 4. Severability.

It is declared to be the intent of the County that if any section, subsection, sentence, clause, or provision of this Development Order is held to be unconstitutional, inoperative, or void, such holdings of invalidity shall not affect remaining portions of this Development Order and it shall be construed to have been the legislative intent to pass this Development Order without such unconstitutional, inoperative, or void part herein, and the remainder after the exclusion of such part or parts shall be deemed to be held valid as if such part or parts had not been included therein, or if this Development Order or any provisions thereof shall be held inapplicable to any person, group or persons, property, kind of property, circumstances or set of circumstances, such holdings shall not affect the applicability thereof to any other person, property or circumstances.

Section 5. Effective Date.

This Development Order, as restated and amended, shall take effect as provided by law and shall supersede and replace all prior development orders adopted pursuant to Section 380.06, F.S. If this Development Order is appealed pursuant to Section 380.07, F.S., the effectiveness of this Development Order shall be stayed until such time as all appeals have been withdrawn or finally resolved. The County Clerk shall send copies of this Development Order, within seven (7) calendar days of the date of approval, to DCA, the ARPC, and the Developer.

DONE AND ORDERED by the Board of County Commissioners on ~~December 14, 2004~~ September 13, 2005.

LEON COUNTY, FLORIDA

By: _____
Cliff Thaeil, Chairman
Board of County Commissioners

Attested by:

CLERK OF COURT

By: _____
Bob Inzer, Clerk

Approved as to form:

COUNTY ATTORNEY'S OFFICE
LEON COUNTY, FLORIDA

By: _____
Herbert W.A. Thiele, Esq.
County Attorney

LIST OF EXHIBITS

Exhibit A-1	Legal Description of Southwood DRI New Exhibit Attached
Exhibit A-2	Legal Description of Southwood DRI within unincorporated Leon County No Change from prior Integrated Development Order
Exhibit B	Phasing Schedule No Change from prior Integrated Development Order
Exhibit C	Master Development Plan New Exhibit Attached
Exhibit D-1	Map of Cultural Resources Sites (June 2001) No Change from prior Integrated Development Order
Exhibit D-2A	Division of Historical Resources Letter (1988) Addressed to Mike Donovan No Change from prior Integrated Development Order
Exhibit D-2B	Division of Historical Resources Letter (1999) Address to Dan Penton No Change from prior Integrated Development Order
Exhibit E	Stormwater Facilities Master Plan Scope of Work No Change from prior Integrated Development Order
Exhibit F	SouthWood Phase 1 Trip Generation Summary No Change from prior Integrated Development Order

Document comparison done by DeltaView on Friday, August 26, 2005 1:00:33 PM

Input:	
Document 1	file://M:/Southwood Development Orders/County Integrated Development Order 1999-2004 NOPC 5.doc
Document 2	file://M:/Southwood Phase 2 substantial deviation/County Integrated Development Order 1999-2005 8-26-05.doc
Rendering set	Standard

Legend:	
Insertion	
Deletion	
Moved from	
Moved to	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	162
Deletions	187
Moved from	6
Moved to	6
Style change	0
Format changed	0
Total changes	361